



**Board of Directors Minutes of Meeting
Special Board Meeting
Wednesday February 15, 2023**

Were present

Mr. Bart WILLEMS; Chair
Mrs. Naomi W. N. MONOBOLOU; Trustee
Mrs. Carina SUGDEN; Trustee
Mr. Clyde VACHER; Trustee
Mr. Jean François LE BIHAN; Trustee
Mrs. Nicole SHABANI, Trustee/ US Embassy representative
Mrs. Yasmine YESSOUFOU; Trustee

Present on Zoom

Mr. Andrew GREENLAW; Trustee/US Embassy representative
Mrs. Jennifer WENXIN YOU; Trustee

1. CALL TO ORDER AND IMPORTANT MATTERS

The meeting was called to order by the Chair at 18:20.

The agenda for the meeting was read out:

- Call to order
- Agenda
- Approval of minutes
- Important Matters
- HR Committee
- Facilities Committee
- Governance Committee
- Finance Committee
- A.O.B.

2. Approval of Minutes

The Chair highlighted the issue of the backlog in preparing Board minutes- minutes have not yet been circulated for November, December and January. The Secretary of the Board indicated that he would aim to prepare these by the end of February.

The issue of confidentiality and security of publishing the minutes on the internet was raised, it was recommended that School leadership investigate these issues with the IT Director to propose and implement a secure access point for community members only.

A proposal was also made for the Board to prepare a letter/newsletter to the community rather than post the minutes, which would allow for more comprehensive updates on the issues that matter to parents. It was agreed that this be explored for the next school year, in the meantime the statutes require for the minutes to be published to the community.

3. Important Matters

3.1 Duration of Board Meetings

To ensure greater efficiency of the Board meetings and keep them within 2 hours it was agreed as follows:

- The Secretary or President sends, at least two weeks before the next Board meeting, a list of points to be discussed at the next Board meeting.
- Other Board members then complete these points to finalize the Agenda of the next Board meeting.
- Board Committee Presidents or Special Group Committee Presidents add their proposals and recommendations, if any, to the proposed agenda.
- Board presentations/reports/proposals/recommendations that are not sent 48 hours before the Board meeting will be postponed to the next Board meeting.
- The Board usually meets the second week of each month.
- If all points on the Agenda have not been discussed, then the Board holds a second Board meeting in week 3 or 4 of the month, where the meeting will be limited to one hour and a half depending on the importance of unattended points.

It was also proposed that there needs to be a higher degree of shared responsibility with the Senior Leadership Team, particularly with regard to reporting on progress of the committees. If there is an absence, there also needs to be a handover/alternate that can update on progress.

3.2 Tenure of Board Members

The Chair brings to the attention of Members present that it was discussed, at the beginning of the current school year, to extend the minimum 2-year term of Board members (Art. 15, Statutes) for better continuity and to profit from their experience.

Members present exchanged over this suggestion:

- The extension of the usual 2-year term tenure of Board Members is a good proposal mainly because Board members inputs may be extremely useful for continuity of service, especially when there are major projects at ICSA. The Board chair proposed to have a minimal tenure of 3 years with an optional 4th year if the Board member wants to. All Board members shared their points of view, but no consensus was reached.
- If the Board agrees to a proposal, according to article 40 of the Statutes, statutes amendments must go through an ICSA Association meeting and approved by a majority. The founding sponsor will have to be consulted/informed before for approval, so to prepare asap to have their approval before the next AGM. So, this will not be ready for application for the actual Board members.
- However, as the Article says:
 - *Article 40 – Procedure: These statutes may only be amended at the recommendation of the Board of Directors and with the concurrence of the Founding Sponsor. The intent to do so has to be made public during a regular or special Association meeting Any amendments shall be approved by a majority of votes cast through a modality to be determined by the Board as most appropriate to the circumstances of the amendment.*
- Thus, amendments may be prepared, shared to the Founding Sponsor, the latter's approval obtained, then shared to all Community members with an electronic way of voting (online). This can be done at one of the two AGMs or at a Special Association Meeting.
- However, this must be thought over, best practices should be sought from AISA, and brought at another Board Meeting with the necessary steps and process, according to Board Governance matters.
- The plan would be to work on this during the 2023/24 school year and submit for AGM approval.

3.3 Aquatics Program and related Position Changes

Further to what was discussed at the last Board Meeting, and following a meeting between the Director and the Board's Executive Committee, and in the light of recent correspondence received from Community members, and

following discussion among Members present, it was decided the following:

- A Board Special Committee be set up to gather information regarding the Aquatics Department of ICSA, with focus on two main matters: (i) the Dakar WAISAL meet, with problems arising and brought to the Board's attention by members of the Community; and (ii) the grievance mail sent by the Aquatics Director to the Board.

- The Special Committee will be made up of two Board members and the proceedings of the interviews and meetings conducted by the Special Committee will not be shared to any other party. Two members have been designated to that effect: Mr. Clyde Vacher and Mrs. Yasmine Yessoufou.
- Key issues that will be examined by the special committee: Have HR/Personnel processes and policies, as well as provisions in contracts been followed, respected, and implemented? What is the swimming program strategy, including for WAISAL and sports activities involving travel?
- The Special Committee is going to share its findings and recommendations to the Governance Committee prior to presentation to the Board, based on a strategic vantage point and not on a school management-led angle.

4. HR Committee

- The Board was informed of the status of the HR Committee following a meeting with the Director.
- Deloitte had not yet shared its report to ICSA. However, as recently found out, no down payments had been made to Deloitte. Members agreed to the fact that this should have been actioned and that the full Report be discussed at a forthcoming Board Meeting.
- It was also pointed out that the whole HR recommendations should be taken up with the new Director to prepare for next school year.

5. Facilities Committee

A presentation was made by the Facilities Committee Chair on the status of the matter and following discussions between Board Members present, it was agreed the following:

- There will be a final presentation at the 1st of March Board Meeting so that all Members present agree on a way forward.
- After that meeting, if there is agreement, the finalized ToR/ Request for Bid Document will be sent to the 5 selected companies pending approval of the Board.
- The ToR for Project Manager will be designed, advertised, and shared to a wider audience by the second week of March 2023.

6. Governance Committee

- Regarding the Strategic Plan, the Governance Committee Chair provided an update on the strategic plan preparation process and the proposed strategic plan committee composition. It was clarified that the intention is to use the strategic plan workshop to affirm the school's mission and vision, define the values, the strategic goals, objectives, and initiate work on the action plans to achieve the objectives. It was requested that the strategic plan committee also share examples of what the final product, the strategic document, may look like.
- It was also proposed that the consultant provides advice and support to set up an appropriate monitoring system, including a dashboard to monitor the performance indicators defined in the strategic plan.
- Regarding Policy Reviews, review of Statutes and Policies, it was advised that these changes, with regards to ensuring coherence and clarity, are minimal and should be addressed within the context of a wider revision or change to the statutes.
- Regarding the Review of Policies for adequate inclusion of DEI, the Governance Committee had been informed that the DEI committee had not been working on this, but an initial review did not show need for major refinements. The focus required was rather to define the objectives of the school with regards to DEI and then develop the required action plan. The Director will pull together a report on all the DEI activities so far, as well as the recommendations for the future. This will be presented to the Board.
- For HR Policy Reviews, the Committee needs to connect with the HR committee on whether any review is needed of handbook, staff rules etc. based on the HR audit or other needs.
- Regarding Board Succession, Board elections need to be organized ahead of the next AGM in May. It was agreed that efforts be made to initiate the call for the Nomination Committee and to launch the process in January 2023. It was also proposed to reach out to the previous Committee members. A process for the elections will be proposed by and presented to the Board by the Secretary.

- It was proposed that a training organized for the Board could be about Board assessment and evaluation.
- A process for Board evaluation needs to be proposed and adopted by the Board.

7. Finance Committee

- The Committee Chair gave a quick update on matters pending.
- The focus was on the presentation of the Interim budget 2023/2024, to be prepared for the next Board Meeting.

8. A.O.B

DEIJ

- The Secretary, as representative of the Board on the DEIJ Committee, gave an update to Members.
- Following a meeting with members of the DEIJ Committee, and correspondence received from the Committee, he shared to the Board his feelings about the seemingly incorrect way the DEIJ process had been carried out at ICSA since November 2022.
- A special meeting will be required to discuss correspondence received regarding the DEIJ committee's work, and recommend a process for the development of the future action plan. All Board members were invited to review the documentation shared.

ICSA PAYMENT PORTAL

- With the introduction of an online payment portal – if this ever happens – the Secretary warns Members present that we should be very careful with any risks at the level of cybersecurity. From what is understood from the Director of Technology, the icsabidjan.org is often under attack.
- Members present request the Finance Committee to look into the matter and eventually bring in resources to make it happen. This would be a big added value for the ICSA Community.
- Concern about option to use ZELL (american based payment)

DEBRIEF ON MEETING WITH PTO

- The Secretary, designated representative on the PTO Executive Committee, shares a debrief of his last interaction with the said Committee.
- Main points are:
- PTO requests a meeting with the Board. It could happen on the 22nd of March, with a clear Agenda. To be confirmed after the 1st of March Board Meeting.
- PTO has been told that the request for financial allocation is a matter which must be discussed at the level of the Finance Committee before coming to the Board.

INVITATION FOR AFRICA DAY

- See Mail from Mrs. Abeni Johnson
- Invitations have been sent to participate in the Africa Day celebrations where there will be guests, including the coming US Ambassador.

Meeting ended at 21:50.